



COLEMAN FROST LLP

429 Santa Monica Boulevard,
Suite 700
Santa Monica, California 90401

June 17, 2010

VIA HAND DELIVERY

The Honorable Arthur J. Gonzelez
Chief United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

VIA E-MAIL

Cheryl Moorman, CFO
Rock & Republic Enterprises, Inc.
3523 Eastham Drive
Culver City, CA 90232

VIA E-MAIL

Schuyler G. Carroll
James M. Sullivan
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

VIA E-MAIL

Richard Morrissey
Office of the United States Trustee
33 Whitehall Street – 21st Floor
New York, NY 10004

VIA E-MAIL

Alex Spizz
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, NY 10022

Re: Rock & Republic Enterprises, Inc. et al.
Chapter 11 Case No. 10-11728 (RDD) (Jointly Administered)

Pursuant to an Order dated May 26, 2010, our firm was retained *nunc pro tunc* to April 1, 2010 to represent the Debtors in Possession as Special Litigation Counsel in the above-referenced Chapter 11 case. By Order dated April 29, 2010 (the “Compensation

Hon. Arthur J. Gonzalez
Cheryl Moorman
Schuyler G. Carroll
James M. Sullivan
Richard Morrissey
Alex Spizz
June 17, 2010
Page 2

Order”) the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses for the period from April 1, 2010 through May 31, 2010.

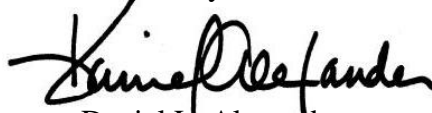
During the period from April 1, 2010 through May 31, 2010, our fees for services rendered as counsel to the Debtors-in Possession were \$40,357.50. Our disbursements during this period were \$785.92. A detailed billing statement for the period is enclosed for your information and review. The billing statement sets forth the name of each attorney or staff member who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, COLEMAN FROST LLP DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.

In accordance with the Compensation Order, unless we receive an objection to our billing statement within thirty-five (35) days following the end of the last month for which compensation is sought, the Debtors shall remit to Coleman Frost LLP the sum of \$32,286.00, representing 80% of \$40,357.50, and \$785.92, representing 100% of the disbursements incurred during the applicable period, for a total payment of \$33,071.92.

If you have any questions regarding this billing statement, please do not hesitate to contact the undersigned.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Daniel L. Alexander". The signature is fluid and cursive, with the first name "Daniel" and last name "Alexander" clearly distinguishable.

Daniel L. Alexander
for COLEMAN FROST LLP



COLEMAN FROST LLP

429 SANTA MONICA BLVD.

SUITE 700

SANTA MONICA, CA 90401

Cheryl Moorman
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

June 16, 2010
Client No. 1096

Cover Statement

	Balance
1096-001 Re: Litigation	\$34,287.50
1096-004 Re: Relief From Stay Proceedings	<u>\$ 6,070.00</u>
Total Fees	\$40,357.50
Expenses	<u>\$ 785.92</u>
Total Fees and Expenses	<u>\$41,143.42</u>

COLEMAN FROST LLP
429 Santa Monica Blvd., Suite 700
Santa Monica, California 90401
(310) 576-7312
TIN # 20-0807972

Cheryl Moorman
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

June 16, 2010
Our File: 1096.001
Invoice # 1055
Total Balance Due \$35073.42

RE: Litigation

Statement of Account for the Period Ending May 31, 2010

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/01/10	DFC	Review/analyze issues re stay	0.20	75.00
	DLA	Review communications re expert witness discovery issues and confer with B. Armstrong and D. Coleman re same	0.30	97.50
	BAA	Email to opposing counsel re depositions currently set and impact of bankruptcy on case	0.60	195.00
	BAA	Research and analysis re bankruptcy and conditions on which cases are stayed when a defendant files bankruptcy	1.70	552.50
	DLA	Contact counsel re response to subpoena	0.20	65.00
	DLA	Draft notice of stay	0.40	130.00
	DLA	Review motions in limine	0.50	162.50
	DFC	Attendance at hearing re New Pacific ex parte application re expert designation	0.70	262.50
	DLA	Draft proposed response to ex parte notice	4.80	1,560.00
	DLA	Review and respond to communications re ex parte notice	0.20	65.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/02/10	DFC	Telecons w/opposing counsel re stay of New Pacific case/briefing re same	0.90	337.50
	BAA	Preliminary review and analysis of client's bankruptcy schedules and filings	2.60	845.00
	DFC	Conferences w/B. Armstrong and D. Alexander re status and strategy	0.80	300.00
	DFC	Review/analyze arguments and briefing in support of stay	0.70	262.50
	DLA	Confer w/opposing counsel, D. Coleman and B. Armstrong re ex parte application and bankruptcy stay	0.80	260.00
	DLA	Prepare documents re ex parte application for filing and service	2.00	650.00
	DLA	Travel to/from and attendance at hearing re plaintiff's ex parte application and bankruptcy stay	2.80	910.00
04/05/10	BAA	Emails and telecons re rescheduling of pending depositions in light of bankruptcy stay	3.40	1,105.00
	DLA	Draft opposition to plaintiff's ex parte application re expert witness discovery;	5.10	1,657.50
	DLA	Confer w/counsel re outstanding subpoenas	0.30	97.50
	DLA	Confer w/B. Armstrong and D. Coleman re status and strategy	1.00	325.00
	DFC	Conference w/D. Alexander and B. Armstrong re New Pacific case strategy	1.40	525.00
	DFC	Telecon w/opposing counsel re stay, depositions	0.30	112.50
	DFC	Telecon w/CBRE attorney re Luchs deposition	0.20	75.00
	DFC	Telecon w/J. Boylston re ex parte application for stay	0.40	150.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/06/10	DFC	Conferences w/attorneys and bankruptcy counsel re New Pacific case strategy	1.20	450.00
	BAA	Research and analysis re bankruptcy stay and its applicability to all defendants under the circumstances of this case	3.60	1,170.00
	BAA	Emails and telecons w/opposing counsel re depositions that are currently scheduled and necessity of rescheduling after case comes out of bankruptcy	2.40	780.00
	DLA	Draft statement for court re applicability of bankruptcy stay	2.00	650.00
	DLA	Confer w/D. Coleman and B. Armstrong re status and strategy	1.00	325.00
	DFC	Review/analyze issues re New Pacific litigation strategy	1.00	375.00
	DLA	Draft opposition to plaintiff's ex parte application	2.00	650.00
04/07/10	DFC	Review/analyze briefs re stay, expert designation	1.10	412.50
	BAA	Drafting of opposition to ex parte application re current status of case w/reference to bankruptcy and plaintiff's establishment of expert witnesses	3.40	1,105.00
	DLA	Draft, review, revise and edit documents re plaintiff's ex parte application and plaintiff's opposition to notice of stay	4.30	1,397.50
04/08/10	BAA	Preparation for hearing on bankruptcy stay impact and ex parte application	1.60	520.00
	DLA	Confer w/potential witnesses re potentially responsive documents	0.60	195.00
04/09/10	DFC	Telecons w/attorneys and bankruptcy counsel re stay hearing, strategy, discovery, subpoenas	0.80	300.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BAA	Preparation for, travel to/from and attendance at hearing re bankruptcy stay and ex parte application	4.00	1,300.00
	BAA	Conference w/opposing counsel re potential lifting of stay in order to bring case back on line for trial	0.60	195.00
	BAA	Preliminary review and analysis of proposed notice of ruling re ex parte application	0.40	130.00
04/10/10	IS	Prepare photocopies of documents	4.00	100.00
04/12/10	BAA	Preliminary review and analysis of proposed notice of ruling on ex parte application and bankruptcy status report	0.60	195.00
	BAA	Preliminary review and analysis of codefendant's brief and applicability of bankruptcy stay to stay the whole case	2.40	780.00
	DLA	Confer w/attorneys and bankruptcy counsel re case status	0.90	292.50
	DFC	Telecon w/bankruptcy counsel re case status; review of file	0.30	112.50
	DFC	Review/analyze litigation strategy	0.20	75.00
04/14/10	BAA	Preliminary review and analysis of deposition transcript	1.90	617.50
04/16/10	DFC	Emails to/from and telecons w/bankruptcy counsel re case strategy	0.20	75.00
	DLA	Review and respond to communication from attorney re potential witness	0.60	195.00
	DLA	Confer w/attorney re strategy	0.30	97.50
	DFC	Conference w/D. Alexander re case strategy	0.30	112.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/20/10	BAA	Preliminary review and analysis of stipulations to lift the bankruptcy stay drafted by opposing counsel	0.90	292.50
	DLA	Review and respond to requests for information from bankruptcy counsel	0.70	227.50
04/27/10	DFC	Telecons re status of litigation	0.20	75.00
	DFC	Review/analyze issues re status of litigation	0.40	150.00
	DFC	Emails to/from bankruptcy counsel re status of litigation	0.20	75.00
	DFC	Drafting of revisions/additions to memo re status of litigation	0.30	112.50
	DFC	Conference w/attorneys re status of litigation	0.20	75.00
	DFC	Review/analyze issues re settlement	0.30	112.50
05/06/10	BAA	Analysis of stipulation to retain Coleman Frost as special litigation counsel	1.60	520.00
05/10/10	DFC	Telecons w/bankruptcy counsel re New Pacific action	0.80	300.00
	BAA	Telecon w/bankruptcy counsel re issues related to trial on the case	0.80	260.00
05/11/10	BAA	Analysis of attorney declaration in support of motion to employ Coleman Frost as special counsel	1.10	357.50
05/12/10	BAA	Telecon w/attorneys re current status and strategy to handle case	0.90	292.50
05/17/10	BAA	Analysis of discovery status at time of bankruptcy filing	0.80	260.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/18/10	BAA	Analysis of operative pleadings and documents produced in discovery in preparation for informal settlement conference	2.90	942.50
	DFC	Telecons re meeting w/New Pacific, settlement, issues re New Pacific action	0.50	187.50
	DFC	Conference w/B. Armstrong re settlement	0.30	112.50
	DFC	Review/analyze lease	1.00	375.00
05/19/10	DFC	Preparation for, travel to/from and attendance at meetings w/New Pacific re settlement and conference w/G. Lurie	4.60	1,725.00
	BAA	Preliminary review and analysis of creditor's claim	0.90	292.50
	BAA	Preparation for, travel to/from and attendance at informal settlement conference	4.30	1,397.50
	BAA	Conference following informal settlement conference	0.80	260.00
	DLA	Review claim; draft communication to attorneys re same	0.40	130.00
	DLA	Draft communication to attorney re research question in preparation for meeting w/New Pacific	0.10	32.50
	JBF	Analyze potential settlement issues w/D. Coleman	0.40	150.00
05/20/10	BAA	Fact investigation re filing status of creditor	1.30	422.50
05/21/10	DFC	Conference w/attorney re call w/creditors committee counsel	0.20	75.00
05/26/10	DLA	Confer w/attorney re status and strategy	1.10	357.50
05/28/10	BAA	Commence analysis of deposition testimony	2.40	780.00
	DLA	Review documents produced by plaintiff	1.70	552.50

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June 16, 2010
Rock & Republic Enterprises, Inc.
Litigation
Our File: 1096.001
Invoice # 1055

Summary of Services

BAA	Bruce A. Armstrong	47.90 hr @ 325.00	\$	15567.50
DFC	Derrick F. Coleman	19.70 hr @ 375.00	\$	7387.50
DLA	Daniel L. Alexander	34.10 hr @ 325.00	\$	11082.50
IS	Ian Smith	4.00 hr @ 25.00	\$	100.00
JBF	J.B. Frost	0.40 hr @ 375.00	\$	150.00
				<hr/>
Total Professional Services				106.10 \$ 34,287.50

Costs and Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/02/10	Mileage and Parking	30.56
04/07/10	Fax Filing Fee	6.00
04/07/10	Jury Fee Deposit	150.00
04/14/10	Business Records Production (Travers and Pleskow)	119.90
04/16/10	Document Production	121.67
04/28/10	Messenger Fees	116.71
04/29/10	Attorney Service (Depo Subpoenas)	210.00
04/30/10	Westlaw Charges	31.08
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Total Costs and Disbursements		\$ 785.92

TOTAL NEW CHARGES	\$ 35,073.42
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Previous Balance Due	\$ 0.00
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June 16, 2010
Rock & Republic Enterprises, Inc.
Litigation
Our File: 1096.001
Invoice # 1055

SUMMARY OF ACCOUNT

Balance Forward	\$ 0.00
Total New Charges	35,073.42
Payments and Credits	<u>0.00</u>

TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **	\$ 35,073.42
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COLEMAN FROST LLP
429 Santa Monica Blvd., Suite 700
Santa Monica, California 90401
(310) 576-7312
TIN # 20-0807972

Cheryl Moorman
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

June 16, 2010
Our File: 1096.004
Invoice # 1056
Total Balance Due \$6070.00

RE: Relief From Stay Proceedings

Statement of Account for the Period Ending May 31, 2010

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/22/10	JBF	Analyze stipulation to lift stay and discuss same w/D. Coleman	0.50	187.50
05/11/10	DFC	Conferences/emails w/A. Goldstein and B. Armstrong re stay and reivew/analyze issues re same	1.00	375.00
	JBF	Review and revise counsel affidavit	0.40	150.00
05/12/10	DLA	Compile documents to send to bankruptcy counsel; confer w/D. Coleman and B. Armstrong re same	4.00	1,300.00
	DFC	Preparation for and attendance at telecons w/bankruptcy counsel re lifting of stay and New Pacific litigation	0.40	150.00
	DFC	Review/analyze issues re lifting of stay	0.50	187.50
	DFC	Telecon w/J. Makower and drafting of revisions to declaration re retention	0.30	112.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/14/10	DLA	Confer w/J. Renert at Arent Fox re creditors committee request; confer w/B. Armstrong and D. Coleman re same; contact witness re factual question related to creditors committee request	0.80	260.00
05/17/10	DLA	Confer w/D. Coleman and B. Armstrong re creditors committee request; confer w/bankruptcy counsel re same	1.40	455.00
	CSC	Conference call w/bankruptcy counsel; conference w/D. Coleman, B. Armstrong and D. Alexander	0.50	162.50
05/18/10	DLA	Review and respond to communications from creditors committee counsel re potential phone call to discuss their opposition to lifting the automatic stay	0.40	130.00
05/19/10	DLA	Review and respond to communications re creditors committee requests	0.50	162.50
05/20/10	BAA	Conference call w/D. Alexander and counsel for creditors committee	0.90	292.50
	DLA	Review and respond to communications from D. Coleman re requests from bankruptcy counsel; contact witness re same; participate in creditors committee conference call w/J. Sullivan, J. Renert and B. Armstrong; contact A. Spizz re same	1.70	552.50
	DFC	Email to bankruptcy counsel re lifting of stay/retention	0.30	112.50
	DFC	Emails to/from Dept. of Justice, bankruptcy counsel, creditors committee counsel re New Pacific case	0.40	150.00
	DFC	Conference w/D. Alexander re lifting of stay	0.20	75.00
	JBF	Correspondence re retention issues	0.20	75.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/21/10	DLA	Review and respond to communications from D. Coleman re creditors committee communications; review and respond to counsel for creditors committee re same	1.50	487.50
05/25/10	BAA	Preliminary review and analysis of email from Mr. Sullivan re mediation	0.40	130.00
05/26/10	DFC	Review/analyze court order re retention and conference w/D. Alexander and B. Armstrong re case strategy	1.00	375.00
	DFC	Telecon w/A. Goldstein re case strategy	0.20	75.00
	JBF	Analyze stay issues	0.30	112.50

Summary of Services

BAA	Bruce A. Armstrong	1.30 hr @ 325.00	\$	422.50
CSC	Caroline S. Craddock	0.50 hr @ 325.00	\$	162.50
DFC	Derrick F. Coleman	4.30 hr @ 375.00	\$	1612.50
DLA	Daniel L. Alexander	10.30 hr @ 325.00	\$	3347.50
JBF	J.B. Frost	1.40 hr @ 375.00	\$	525.00

Total Professional Services

17.80 \$ 6,070.00

TOTAL NEW CHARGES

\$ 6,070.00

Previous Balance Due

\$ 0.00

Page 4
June 16, 2010
Rock & Republic Enterprises, Inc.
Relief From Stay Proceedings
Our File: 1096.004
Invoice # 1056

SUMMARY OF ACCOUNT

Balance Forward	\$ 0.00
Total New Charges	6,070.00
Payments and Credits	<u>0.00</u>

TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT ** \$ 6,070.00
